

## Division of Behavioral Health Services Office of the Assistant Director

2122 E: Highland Phoenix, Arizona 85016-4740 (602) 381-8999 (602) 553-9140 FAX

JANE DEE HULL, GOVERNOR JAMES L. SCHAMADAN, MD, ACTING DIRECTOR

January 26, 2000

Michael R. Zent, Ph.D., CEO ValueOptions, Inc. Four Gateway Plaza 444 North 44th Street, Suite 400 Phoenix, Arizona 85008

RE: ComCare Liquidation Proceeds Trust
Amendment to the Administrative Trustee Compensation Agreement

Dear Dr. Zent:

Pursuant to Section 5, paragraph (b)(6) of the Trust, I am writing to amend the Compensation Agreement dated August 12, 1999, between the Arizona Department of Health Services, acting as the Policy Trustee, and ValueOptions, Inc., acting as the Administrative Trustee. The amendments are as follows:

- A. Paragraph 1 of the above-referenced agreement is amended with the new language indicated in italics:
  - 1. The Administrative Trustee, ValueOptions, shall be compensated from the principle and interest of the Trust for the fair market value of those reasonable and appropriate services actually rendered as the Administrative Trustee; provided that the total annual amount of the compensation shall not exceed 8% of the annual amount of the trust income and principle expended on services for the beneficiaries of the Trust. While the Administrative Trustee's administrative fee may equal 8% of the annual amount of the trust income and principle expended on services for the beneficiaries of the Trust, the annual administrative costs may be less, depending upon the cost of administrative reasonable and appropriate services actually rendered as the Administrative Trustee. The Administrative Trustee may not charge a flat 8% administrative fee regardless of actual costs incurred for programmatic disbursements. The Administrative Trustee may charge such administrative fees as services are rendered to the beneficiaries of the Trust.

- B. Paragraph 2 of the above-referenced agreement is hereby rescinded and replaced with the following:
  - 2. The Administrative Trustee shall submit to the Policy Trustee on a quarterly basis a statement of services actually rendered to the beneficiaries of the Trust as well as a statement of administrative services rendered by the Administrative Trustee. Additionally, the Policy Trustee may request additional periodic reports from time to time regarding such services.
- C. Paragraph 3 of the Compensation Agreement remains unchanged.

If you have any questions or concerns, please feel free to contact me. If the terms of this amendment to the Compensation Agreement are acceptable to you, please countersign this letter where indicated and return it to me.

Sincerely,

Ronald Smith

Assistant Director and

Policy Trustee of the ComCare Liquidation Proceeds Trust

As the duly authorized agent of ValueOptions, Inc., the Administrative Trustee of the ComCare Liquidation Proceeds Trust, I hereby accept the amendment to the Compensation Agreement as set forth in this letter.

Dated this 30 day of January, 2000

Michael R. Zent, CEO

Maricopa County RBHA

ValueOptions, Inc.